

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Case No. 17-32332-H4-7
	§	
Axon Rig Concept & Design, LLC	§	
	§	
	§	
Debtor(s)	§	

**CHAPTER 7 TRUSTEE'S FINAL ACCOUNT AND DISTRIBUTION REPORT
CERTIFICATION THAT THE ESTATE HAS BEEN FULLY ADMINISTERED
AND APPLICATION TO BE DISCHARGED (TDR)**

Rodney D. Tow, chapter 7 trustee, submits this Final Account, Certification that the Estate has been Fully Administered and Application to be Discharged.

1) All funds on hand have been distributed in accordance with the Trustee's Final Report and, if applicable, any order of the Court modifying the Final Report. The case is fully administered and all assets and funds which have come under the trustee's control in this case have been properly accounted for as provided by law. The trustee hereby requests to be discharged from further duties as a trustee.

2) A summary of assets abandoned, assets exempt, total distributions to claimants, claims discharged without payment, and expenses of administration is provided below:

Assets Abandoned: <i>(without deducting any secured claims)</i>	\$20,000.00	Assets Exempt:	NA
Total Distributions to Claimants:	\$11,662.08	Claims Discharged Without Payment:	NA
Total Expenses of Administration:	\$86,826.06		

3) Total gross receipts of \$98,488.14 (see **Exhibit 1**), minus funds paid to the debtor(s) and third parties of \$0.00 (see **Exhibit 2**), yielded net receipts of \$98,488.14 from the liquidation of the property of the estate, which was distributed as follows:

	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
Secured Claims (from Exhibit 3)	\$0.00	\$39,478,446.64	\$38,401,004.29	\$11,662.08
Priority Claims:				
Chapter 7 Admin. Fees and Charges (from Exhibit 4)	NA	\$105,316.56	\$96,239.58	\$86,826.06
Prior Chapter Admin. Fees and Charges (from Exhibit 5)	NA	\$0.00	\$0.00	\$0.00
Priority Unsecured Claims (From Exhibit 6)	\$0.00	\$0.00	\$0.00	\$0.00
General Unsecured Claims (from Exhibit 7)	\$0.00	\$8,425,437.25	\$8,425,437.25	\$0.00
Total Disbursements	\$0.00	\$48,034,200.45	\$46,922,681.12	\$98,488.14

4). This case was originally filed under chapter 7 on 04/17/2017. The case was pending for 42 months.

5). All estate bank statements, deposit slips, and canceled checks have been submitted to the United States Trustee.

6). An individual estate property record and report showing the final accounting of the assets of the estate is attached as **Exhibit 8**. The cash receipts and disbursements records for each estate bank account, showing the final accounting of the receipts and disbursements of estate funds is attached as **Exhibit 9**.

Pursuant to Fed R Bank P 5009, I hereby certify, under penalty of perjury, that the foregoing report is true and correct.

Dated: 10/07/2020

By: /s/ Rodney D. Tow
Trustee

STATEMENT: This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

**EXHIBITS TO
FINAL ACCOUNT**

EXHIBIT 1 – GROSS RECEIPTS

DESCRIPTION	UNIFORM TRAN. CODE	AMOUNT RECEIVED
Accounts Receivables	1121-000	\$10,988.14
Settlement with Gulf Copper	1249-000	\$87,500.00
TOTAL GROSS RECEIPTS		\$98,488.14

The Uniform Transaction Code is an accounting code assigned by the trustee for statistical reporting purposes.

EXHIBIT 2 – FUNDS PAID TO DEBTOR & THIRD PARTIES

NONE

EXHIBIT 3 – SECURED CLAIMS

CLAIM NUMBER	CLAIMANT	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
1	PEP Axon Finance Holdco, LLC	4110-000	\$0.00	\$38,401,004.29	\$38,401,004.29	\$11,662.08
2	Montgomery County	4110-000	\$0.00	\$579,017.43	\$0.00	\$0.00
3	Harris County et al.	4110-000	\$0.00	\$496,909.16	\$0.00	\$0.00
4	Cypress Fairbanks Independent School District	4110-000	\$0.00	\$1,515.76	\$0.00	\$0.00
TOTAL SECURED CLAIMS			\$0.00	\$39,478,446.64	\$38,401,004.29	\$11,662.08

EXHIBIT 4 – CHAPTER 7 ADMINISTRATIVE FEES and CHARGES

PAYEE	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
Rodney D. Tow, Trustee	2100-000	NA	\$50,000.00	\$50,000.00	\$40,586.48
Rodney D. Tow, Trustee	2200-000	NA	\$39.32	\$39.32	\$39.32
International Sureties	2300-000	NA	\$29.97	\$29.97	\$29.97
Integrity Bank	2600-000	NA	\$52.58	\$52.58	\$52.58
08/28/2020 #153, Attorney for Trustee	3210-000	NA	\$48,212.50	\$39,135.52	\$39,135.52
08/28/2020 #153, Attorney for Trustee	3220-000	NA	\$1,311.94	\$1,311.94	\$1,311.94
WILLIAM G. WEST, Accountant for	3410-000	NA	\$4,278.00	\$4,278.00	\$4,278.00

Trustee						
WILLIAM G. WEST, Accountant for Trustee	3420-000	NA	\$92.25	\$92.25	\$92.25	
Thompson Coe, Arbitrator/Mediator for Trustee	3721-000	NA	\$1,300.00	\$1,300.00	\$1,300.00	
TOTAL CHAPTER 7 ADMIN. FEES AND CHARGES		NA	\$105,316.56	\$96,239.58	\$86,826.06	

EXHIBIT 5 – PRIOR CHAPTER ADMINISTRATIVE FEES and CHARGES

NONE

EXHIBIT 6 – PRIORITY UNSECURED CLAIMS

NONE

EXHIBIT 7 – GENERAL UNSECURED CLAIMS

CLAIM NUMBER	CLAIMANT	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
5	Quest Hospitality LLC	7100-000	\$0.00	\$13,053.65	\$13,053.65	\$0.00
6	AIG Ins. Co. of Canada a/s/o Ensign Energy Service	7100-000	\$0.00	\$1,119,313.84	\$1,119,313.84	\$0.00
7	Zurich Ins. Co., Ltd. a/s/o Ensign Energy Services	7100-000	\$0.00	\$1,119,313.83	\$1,119,313.83	\$0.00
8	Sino Image, Ltd.	7100-000	\$0.00	\$40,503.34	\$40,503.34	\$0.00
9	Gulf Copper & Manufacturing	7100-000	\$0.00	\$6,058,535.00	\$6,058,535.00	\$0.00
10	Aspen American Insurance Company	7100-000	\$0.00	\$34,717.59	\$34,717.59	\$0.00
11	Michael J. Maloney & Associates, LLP	7100-000	\$0.00	\$40,000.00	\$40,000.00	\$0.00
TOTAL GENERAL UNSECURED CLAIMS			\$0.00	\$8,425,437.25	\$8,425,437.25	\$0.00

FORM 1

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

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Exhibit 8

Case No.: 17-32332-H4-7
Case Name: AXON RIG CONCEPT & DESIGN, LLC
For the Period Ending: 10/7/2020

Trustee Name: Rodney Tow
Date Filed (f) or Converted (c): 04/17/2017 (f)
§341(a) Meeting Date: 06/20/2017
Claims Bar Date: 09/25/2017

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Value	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA =§ 554(a) abandon.	Sales/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets
Ref. #					
1	Amegy Bank Axon Rig Concept & Design LLC Checking Account XXXX8829	\$0.00	\$0.00	\$0.00	FA
2	Accounts Receivables	\$11,018.00	\$10,988.14	\$10,988.14	FA
3	Rig structure (scrap) and other materials	\$20,000.00	\$20,000.00	\$0.00	FA
4	Settlement with Gulf Copper (u)	\$0.00	\$250,000.00	\$87,500.00	FA
Asset Notes: 2/28/2019 #129					

TOTALS (Excluding unknown value)

\$31,018.00

\$280,988.14

\$98,488.14

Gross Value of Remaining Assets

\$0.00

Major Activities affecting case closing:

06/30/2019 JW-CLAIMS ARE BEING REVIEWED AND PREPARING FOR TFR TO BE SUBMITTED.
01/25/2018 RT: I'm looking for a firm to evaluate the claim.
01/24/2018 RT: Today, I sent a series of emails asking for funding for Kyung, and asking for Trey to provide his documents that show Wells Fargo has a valid lien on the litigation. I also sent the bond attorney an email requesting an explanation how the compromise impedes the bonding company's liability under the bond.

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

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01/24/2018 RT email to Mitch Buchman

I do not object.

Thanks

Rodney
Rodney Tow, PLLC
1122 Highborne Cay Court
Texas City, Texas 77590
281-429-8300

Conference Line: 281-429-8305
Conference ID: 71378

From: Mitchell Buchman [mailto:MitchelB@bdfgroup.com]
Sent: Wednesday, January 24, 2018 1:29 PM
To: Rodney Tow <rtow@rtowtrustee.com>
Subject: FW: Case # 17-80316; Harvey and Brenda Cook

I represent Bank of America, N.A. My client holds a secured claim against the debtors. The collateral is a 2013 Lacrosse Trailer, model # T323RSY. Attached is a copy of the Retail Contact and title. The trailer is listed on the debtor's schedules valued at \$30,000.00. My client's claim totals \$31,016.33. The property is not listed as exempt.

My client has referred this matter to my office for the filing of a motion for relief. Do you oppose relief?

Mitchell J. Buchman
Senior Attorney
Barrett Daffin Frappier Turner & Engel, LLP
1900 St. James Place, Suite 500
Houston, Texas 77056
(713) 693-2014
(713) 693-2011 (FAX)

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

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mitchelb@bdfgroup.com

PLEASE BE ADVISED THAT THIS FIRM IS A DEBT COLLECTOR ATTEMPTING TO COLLECT A DEBT . ANY INFORMATION OBTAINED WILL BE USED FOR THAT PURPOSE.

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09/30/2017 JW-TRUSTEE WITHDREW HIS NO ASSET REPORT. THE TRUSTEE IS CURRENTLY WORKING ON A SETTLEMENT OF GULF COPPER CLAIMS
08/22/2017 RT sent JK email with Gulf Copper offer
07/28/2017 RT -- after speaking with JK I have decided to close this as a no asset case.
07/28/2017 RT email to Wells Fargo

Mr. Laser and Fults,

We received an approximate \$10,000 check. I want to close this case. Since Wells Fargo has a lien on these funds, where do we send the check?

Thanks

Rodney
Rodney Tow, PLLC
1122 Highborne Cay Court
Texas City, Texas 77590
281-429-8300

Conference Line: 281-429-8305

Conference ID: 71378

06/20/2017 N.O. I ask Julie to review this case, however they had a problem getting docs. to us of course this was on this Monday. The statements are a Big Mess Most everthing is blacked out get him to tell you why.

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

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06/20/2017 RT 341 Notes--Hold open as an asset case. I need counsel. The debtor has a \$20mm counterclaim against Gulf Copper who has a \$4mm claim against the debtor. There is a creditor group including Wells Fargo and Amegy that have a secured claim for \$37million and they will likely claim a security interest in the \$20mm. There is a dispute whether the bond covering Gulf Copper still exists. Gulf Copper says its claim is larger than \$4mm

Tim is going to upload redacted bank statements and we can discuss if we want the full statement. They are redacted because it is a consolidated account with multiple non-debtor entities being paid from it and the principals do not want the nondebtor payees disclosed. I told them I would agree to a confidentiality order. WE WILL NOT DISCLOSE THE BANK STATEMENTS OTHER THAN FOR OUR USE WITHOUT NOTIFYING TIM UNLESS WE NEED THEM IN A HEARING.

the debtor changed ownership in 2015 and closed in 2016. I don't know if the owner change is important.

They will send me a corporate chart.

06/15/2017 RT 341 Review--\$31k in potential assets but \$37mm in debt. This will be a no asset case.

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

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05/26/2017 RT--email with Jeff Hoffman

Thank You. My number is 210-414-8851. I have to be in Laredo that day, but will calendar myself to be available between 3:30 and 5:00 for your call.

Sincerely,

Jim Hoffman
Clemens & Spencer
112 E. Pecan - Ste. 1300
San Antonio, Texas 78205
210/227-7121
210/227-0732 FAX
hoffmanj@clemens-spencer.com
www.clemens-spencer.com

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From: Rodney Tow [mailto:rtow@rtowtrustee.com]
Sent: Thursday, May 25, 2017 4:07 PM
To: James A Hoffman
Subject: RE: Axon 341 case 17-32332

You can appear telephonically. Send me your number and I will call you. Sometimes these panels run behind so it may not actually start at 3:30

Thanks

Rodney
Rodney Tow, PLLC

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

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Exhibit 8

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For the Period Ending: 10/7/2020

Trustee Name: Rodney Tow
Date Filed (f) or Converted (c): 04/17/2017 (f)
§341(a) Meeting Date: 06/20/2017
Claims Bar Date: 09/25/2017

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Value	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA =§ 554(a) abandon.	Sales/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets

1122 Highborne Cay Court
Texas City, Texas 77590
281-429-8300

Conference Line: 281-429-8305
Conference ID: 71378

From: James A Hoffman [mailto:hoffmanj@clemens-spencer.com]
Sent: Tuesday, May 23, 2017 10:45 AM
To: Rodney Tow <rtow@rtowtrustee.com>
Subject: Axon 341 case 17-32332

Dear Mr. Tow: Hope all is going well. I filed a notice of appearance in this case and received notice of your appointment as trustee. Does it appear that you will be able to serve, as the 2 prior appointments resigned? I realize it is early in your appointment, but I have a conflict for the 341 setting of June 20. Is there a means by which I can attend the 341 telephonically? Thank you for your time and professional courtesies.

Sincerely,

Jim Hoffman
Clemens & Spencer
112 E. Pecan - Ste. 1300
San Antonio, Texas 78205
210/227-7121
210/227-0732 FAX
hoffmanj@clemens-spencer.com
www.clemens-spencer.com

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Initial Projected Date Of Final Report (TFR): 06/20/2019

Current Projected Date Of Final Report (TFR): 10/20/2019

/s/ RODNEY TOW

RODNEY TOW

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 17-32332-H4-7
Case Name: AXON RIG CONCEPT & DESIGN, LLC
Primary Taxpayer ID #: **_***1397
Co-Debtor Taxpayer ID #:
For Period Beginning: 4/17/2017
For Period Ending: 10/7/2020

Trustee Name: Rodney Tow
Bank Name: Independent Bank
Checking Acct #: *****2332
Account Title: Checking
Blanket bond (per case limit): \$89,692,000.00
Separate bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
06/21/2017	(2)	AXON PRESSURE PRODUCTS,INC	RECEIVABLES	1121-000	\$10,988.14		\$10,988.14
06/30/2017		Integrity Bank	Bank Service Fee	2600-000		\$4.21	\$10,983.93
07/31/2017		Integrity Bank	Bank Service Fee	2600-000		\$16.32	\$10,967.61
08/31/2017		Integrity Bank	Bank Service Fee	2600-000		\$16.30	\$10,951.31
09/30/2017		Integrity Bank	Bank Service Fee	2600-000		\$15.75	\$10,935.56
10/30/2017	3001	Wells Fargo Bank, N.A.	Secured Lien	4110-000		\$10,935.56	\$0.00
03/09/2018	3001	STOP PAYMENT: Wells Fargo Bank, N.A.	Secured Lien	4110-004		(\$10,935.56)	\$10,935.56
10/19/2018	3002	International Sureties	Bond Payment	2300-000		\$3.76	\$10,931.80
11/19/2018	3002	STOP PAYMENT: International Sureties	Stop Payment for Check# 3002	2300-004		(\$3.76)	\$10,935.56
11/19/2018	3003	International Sureties	Bond Payment	2300-000		\$3.76	\$10,931.80
01/14/2019	3004	Thompson Coe	Mediator Fee	3721-000		\$1,300.00	\$9,631.80
01/18/2019	(4)	GULF COPPER	GULF COPPER SUIT	1249-000	\$3,500.00		\$13,131.80
03/20/2019	(4)	Weinstein Radcliff Pipkin LLP	2/28/2019 #129	1249-000	\$28,000.00		\$41,131.80
03/20/2019	(4)	Gulf Cooper Manufacturing Corp	2/28/2019 #129	1249-000	\$28,000.00		\$69,131.80
04/02/2019	(4)	APP	2/28/2019 #129	1249-000	\$28,000.00		\$97,131.80
04/16/2019	3005	DIAMOND MCCARTHY LLP	3/13/2019 #134	3210-000		\$25,000.00	\$72,131.80
04/23/2019	3005	VOID: DIAMOND MCCARTHY LLP	Check Voided the funds were taken from a retainer	3210-003		(\$25,000.00)	\$97,131.80
06/04/2019	3006	WILLIAM G. WEST	6/3/2019 #138	3410-000		\$4,278.00	\$92,853.80
06/04/2019	3007	WILLIAM G. WEST	6/3/2019 #138	3420-000		\$92.25	\$92,761.55
11/08/2019	3008	International Sureties	Bond Payment October 2019 to October 2020	2300-000		\$26.21	\$92,735.34
12/28/2019	3009	Cooper and Scully, PC	12/21/2019 #145	3210-000		\$31,861.00	\$60,874.34
08/28/2020	3010	Cooper & Scully, PC	Distribution on Claim #: ;	3220-000		\$1,311.94	\$59,562.40
08/28/2020	3010	VOID: Cooper & Scully, PC		3220-003		(\$1,311.94)	\$60,874.34
08/28/2020	3011	Cooper and Scully, PC	Distribution on Claim #: ;	3210-000		\$7,274.52	\$53,599.82
08/28/2020	3011	VOID: Cooper and Scully, PC		3210-003		(\$7,274.52)	\$60,874.34
08/28/2020	3012	Rodney D. Tow	Trustee Compensation	2100-000		\$40,586.48	\$20,287.86
08/28/2020	3013	Rodney D. Tow	Trustee Expenses	2200-000		\$39.32	\$20,248.54

SUBTOTALS

\$98,488.14

\$78,239.60

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 17-32332-H4-7
Case Name: AXON RIG CONCEPT & DESIGN, LLC
Primary Taxpayer ID #: **_***1397
Co-Debtor Taxpayer ID #:
For Period Beginning: 4/17/2017
For Period Ending: 10/7/2020

Trustee Name: Rodney Tow
Bank Name: Independent Bank
Checking Acct #: *****2332
Account Title: Checking
Blanket bond (per case limit): \$89,692,000.00
Separate bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
08/28/2020	3014	PEP Axon Finance Holdco, LLC	Distribution on Claim #: 1;	4110-000		\$11,662.08	\$8,586.46
08/28/2020	3015	Cooper & Scully, PC	08/28/2020 #153	*		\$8,586.46	\$0.00
			08/28/2020 #153 \$(1,311.94)	3220-000			\$0.00
			08/28/2020 #153 \$(7,274.52)	3210-000			\$0.00

TOTALS:	\$98,488.14	\$98,488.14	\$0.00
Less: Bank transfers/CDs	\$0.00	\$0.00	
Subtotal	\$98,488.14	\$98,488.14	
Less: Payments to debtors	\$0.00	\$0.00	
Net	\$98,488.14	\$98,488.14	

For the period of 4/17/2017 to 10/7/2020

Total Compensable Receipts:	\$98,488.14
Total Non-Compensable Receipts:	\$0.00
Total Comp/Non Comp Receipts:	\$98,488.14
Total Internal/Transfer Receipts:	\$0.00

Total Compensable Disbursements:	\$98,488.14
Total Non-Compensable Disbursements:	\$0.00
Total Comp/Non Comp Disbursements:	\$98,488.14
Total Internal/Transfer Disbursements:	\$0.00

For the entire history of the account between 06/21/2017 to 10/7/2020

Total Compensable Receipts:	\$98,488.14
Total Non-Compensable Receipts:	\$0.00
Total Comp/Non Comp Receipts:	\$98,488.14
Total Internal/Transfer Receipts:	\$0.00

Total Compensable Disbursements:	\$98,488.14
Total Non-Compensable Disbursements:	\$0.00
Total Comp/Non Comp Disbursements:	\$98,488.14
Total Internal/Transfer Disbursements:	\$0.00

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Primary Taxpayer ID #: **_***1397
Co-Debtor Taxpayer ID #:
For Period Beginning: 4/17/2017
For Period Ending: 10/7/2020

Trustee Name: Rodney Tow
Bank Name: Independent Bank
Checking Acct #: *****2332
Account Title: Checking
Blanket bond (per case limit): \$89,692,000.00
Separate bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance

TOTAL - ALL ACCOUNTS

NET DEPOSITS

NET DISBURSE

ACCOUNT BALANCES

\$98,488.14

\$98,488.14

\$0.00

For the period of 4/17/2017 to 10/7/2020

Total Compensable Receipts: \$98,488.14
Total Non-Compensable Receipts: \$0.00
Total Comp/Non Comp Receipts: \$98,488.14
Total Internal/Transfer Receipts: \$0.00

Total Compensable Disbursements: \$98,488.14
Total Non-Compensable Disbursements: \$0.00
Total Comp/Non Comp Disbursements: \$98,488.14
Total Internal/Transfer Disbursements: \$0.00

For the entire history of the case between 04/17/2017 to 10/7/2020

Total Compensable Receipts: \$98,488.14
Total Non-Compensable Receipts: \$0.00
Total Comp/Non Comp Receipts: \$98,488.14
Total Internal/Transfer Receipts: \$0.00

Total Compensable Disbursements: \$98,488.14
Total Non-Compensable Disbursements: \$0.00
Total Comp/Non Comp Disbursements: \$98,488.14
Total Internal/Transfer Disbursements: \$0.00

/s/ RODNEY TOW

RODNEY TOW